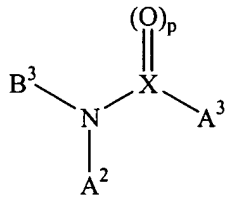
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1-5. (Canceled)

6. (Currently Amended) A compound of the formula



II

wherein:

A^2 is a substituted aryl group selected from the group consisting of a substituted phenyl and a substituted naphthyl;

wherein said aryl group is independently substituted with 1-5 substituents selected from the group consisting of hydroxy, -OR', $-NH_2$, -OC(O)R', -NR'R", -SR', -CN, $-NO_2$, $-CO_2R'$, -CONR'R", -C(O)R', -OC(O)NR'R", -NR"C(O)R', $-NR"C(O)_2R'$, -NR'-C(O)NR"R"', NH-$C(NH_2)$=NH, -NR'-$C(NH_2)$=NH, -NH-$C(NH_2)$=NR', -S(O)R', $-S(O)_2R'$, $-S(O)_2NR'R"$, $-NR"-S(O)_2-R'$, N_3, chloro, bromo, fluoro, methyl, ethyl, propyl, isopropyl, n-butyl, sec-butyl, tert-butyl, pentyl, and neopentyl, wherein R', R" and R"' are independently selected from hydrogen, (C_1-C_8)alkyl and heteroalkyl, unsubstituted aryl, (unsubstituted aryl)-(C_1-C_4)alkyl, and (unsubstituted aryl)oxy-(C_1-C_4)alkyl;

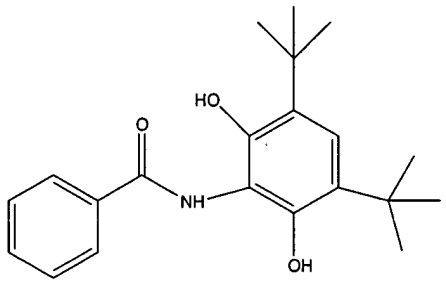
~~A^2 and~~ A^3 is ~~are each independently~~ a member selected from the group consisting of alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, unsubstituted aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and (heteroaryl)heteroalkyl;

B^3 is ~~a member selected from the group consisting of~~ hydrogen, ~~-alkylene-C(O)R^3, -C(O)R^3, alkyklene-C(O)N(R^3R^4), -C(O)N(R^3R^4), alkylene-S(O)$_n$N(R^3R^4), -S(O)$_n$N(R^3R^4), alkylene-N(R^3R^4), alkylene-OR^3, and -C(O)OR^3~~;

~~R^3 and R^4 are each independently a member selected from the group consisting of hydrogen, alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and (heteroaryl)heteroalkyl;~~

X is ~~a member selected from the group consisting of~~ C~~, S, and N~~; and

~~the subscripts n and~~ p is 1 ~~are each independently an integer from 0-2,~~ provided that the following compound is excluded:



7. (Canceled)

8. (Currently Amended) The compound of claim **6**, wherein

A^2 is ~~an aryl group~~ substituted *ortho* to the nitrogen with a member selected from the group consisting of –OH, -NH_2,-NHC(O)-alkyl, -$NHSO_2$-alkyl;

A^3 is a member selected from the group consisting of unsubstituted aryl **and** heteroaryl;

B^3 is hydrogen;

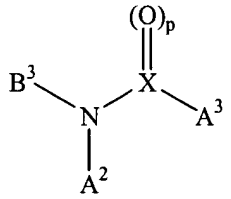
X is C; and

p is 1.

9-18. (Canceled)

19. (Currently Amended) A pharmaceutical composition, said pharmaceutical composition comprising:

a) a compound of the formula



II

wherein:

A^2 is a substituted aryl group selected from the group consisting of substituted phenyl and substituted naphthyl;

wherein each said aryl group is substituted with 1-5 substituents selected from the group consisting of hydroxy, -OR', -OC(O)R', -NR'R", -SR', -CN, $-NO_2$, $-CO_2R'$, -CONR'R", -C(O)R', -OC(O)NR'R", -NR"C(O)R', $-NR"C(O)_2R'$, -NR'-C(O)NR"R"', NH-$C(NH_2)$=NH, -NR'-$C(NH_2)$=NH, -NH-$C(NH_2)$=NR', -S(O)R', $-S(O)_2R'$, $-S(O)_2NR'R"$, -NR"-$S(O)_2$-R', N_3, chloro, bromo, fluoro, methyl, ethyl, propyl, isopropyl, n-butyl, sec-butyl, tert-butyl, pentyl, and neopentyl, , wherein R', R" and R"' are independently selected from hydrogen, $(C_1$-$C_8)$alkyl and heteroalkyl, unsubstituted aryl, (unsubstituted aryl)-$(C_1$-$C_4)$alkyl, and (unsubstituted aryl)oxy-$(C_1$-$C_4)$alkyl;

~~A^2 and~~ A^3 is ~~are each independently~~ a member selected from the group consisting of alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, unsubstituted aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and (heteroaryl)heteroalkyl;

B^3 is ~~a member selected from the group consisting of~~ hydrogen, ~~-alkylene-$C(O)R^3$, -$C(O)R^3$, alkyklene-$C(O)N(R^3R^4)$, -$C(O)N(R^3R^4)$, alkylene-$S(O)_nN(R^3R^4)$, -$S(O)_nN(R^3R^4)$, alkylene-$N(R^3R^4)$, alkylene-OR^3, and -$C(O)OR^3$~~;

~~R^3 and R^4 are each independently a member selected from the group consisting of hydrogen, alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and (heteroaryl)heteroalkyl~~;

X is ~~a member selected from the group consisting of~~ C~~, S, and N~~; and

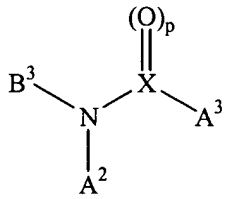
~~the subscripts n and~~ p is 1 ~~are each independently an integer from 0-2~~; and

b) a pharmaceutically acceptable carrier or excipient.

20-24. (Canceled)

25. (Currently Amended) A method for treating a FXR-mediated disease in a mammal, said method comprising:

administering a compound of the formula



II

wherein:

A^2 is aryl;

~~A^2 and~~ A^3 is ~~are each independently~~ a member selected from the group consisting of alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and (heteroaryl)heteroalkyl;

B^3 is a member selected from the group consisting of hydrogen, -alkylene-$C(O)R^3$, $-C(O)R^3$, alkyklene-$C(O)N(R^3R^4)$, $-C(O)N(R^3R^4)$, alkylene-$S(O)_nN(R^3R^4)$, -$S(O)_nN(R^3R^4)$, alkylene-$N(R^3R^4)$, alkylene-OR^3, and $-C(O)OR^3$;

R^3 and R^4 are each independently a member selected from the group consisting of hydrogen, alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and (heteroaryl)heteroalkyl;

X is a member selected from the group consisting of C, S, and N; and

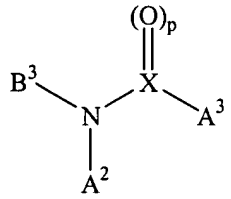
the subscripts n and p are each independently an integer from 0-2;

thereby treating a FXR-mediated disease in a mammal.

26-30. (Canceled)

31. (Currently Amended) A method for modulating *cyp*7a expression levels in a mammal, said method comprising:

administering a compound of the formula



II

wherein:

A^2 is aryl;

~~A^2 and~~ A^3 is ~~are each independently~~ a member selected from the group consisting of alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and (heteroaryl)heteroalkyl;

B^3 is a member selected from the group consisting of hydrogen, -alkylene-$C(O)R^3$, $-C(O)R^3$, alkyklene-$C(O)N(R^3R^4)$, $-C(O)N(R^3R^4)$, alkylene-$S(O)_nN(R^3R^4)$, -$S(O)_nN(R^3R^4)$, alkylene-$N(R^3R^4)$, alkylene-OR^3, and $-C(O)OR^3$;

R^3 and R^4 are each independently a member selected from the group consisting of hydrogen, alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and (heteroaryl)heteroalkyl;

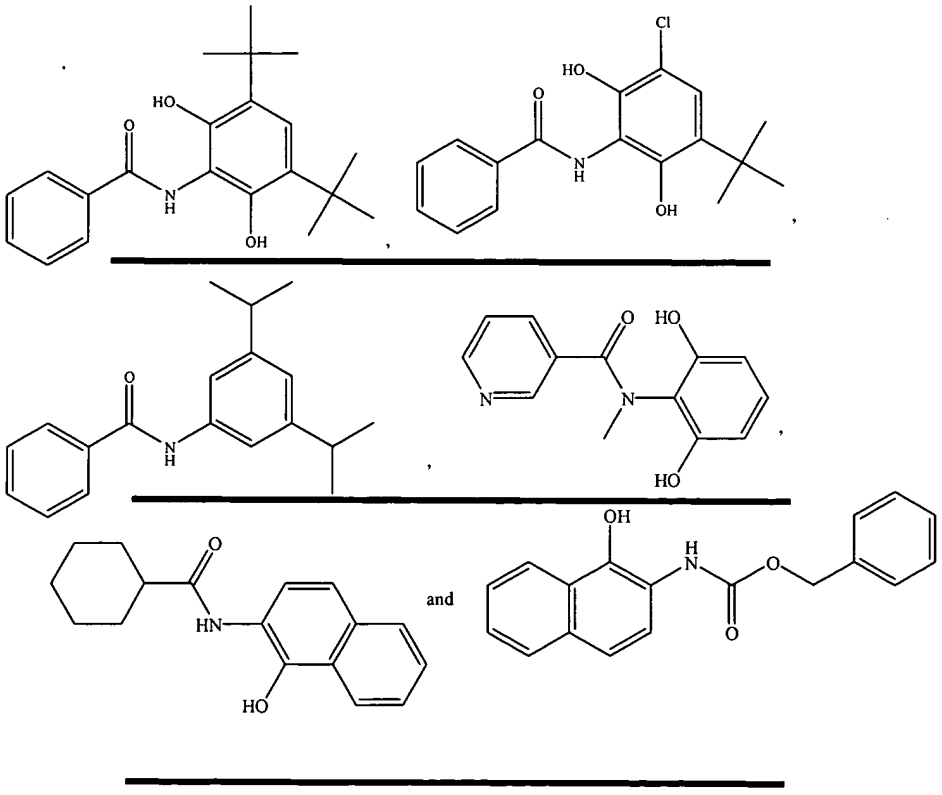
X is a member selected from the group consisting of C, S, and N; and

the subscripts n and p are each independently an integer from 0-2;

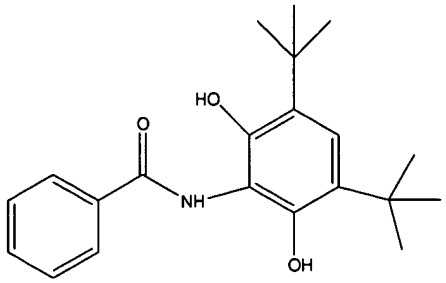
thereby modulating *cyp*7a expression levels in a mammal.

32-35. (Canceled

36. (Currently Amended) The pharmaceutical composition of claim **19**, wherein said compound is selected from the group consisting of: ~~**the compounds set forth in Figures 2A and 2B**~~

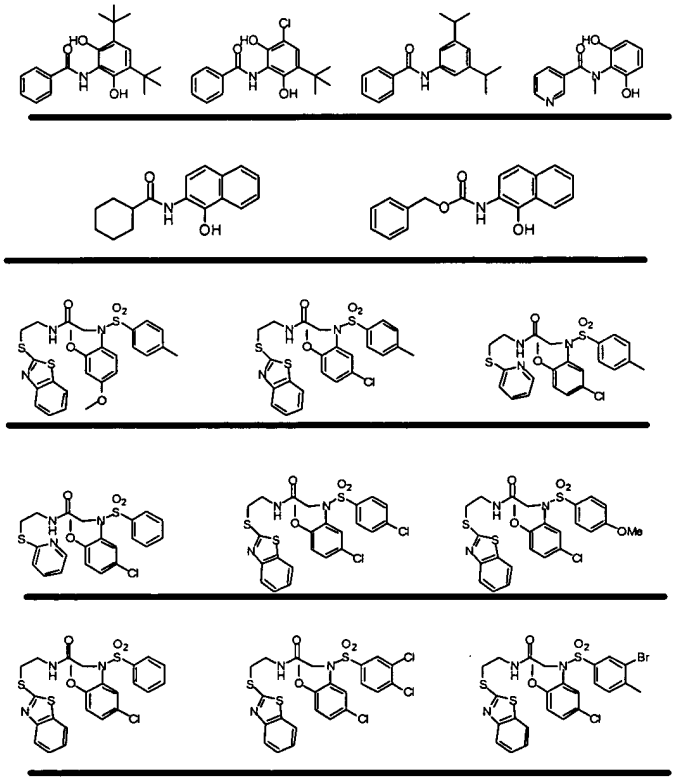


37. (Previously Presented) The pharmaceutical composition of claim 36, wherein said compound is



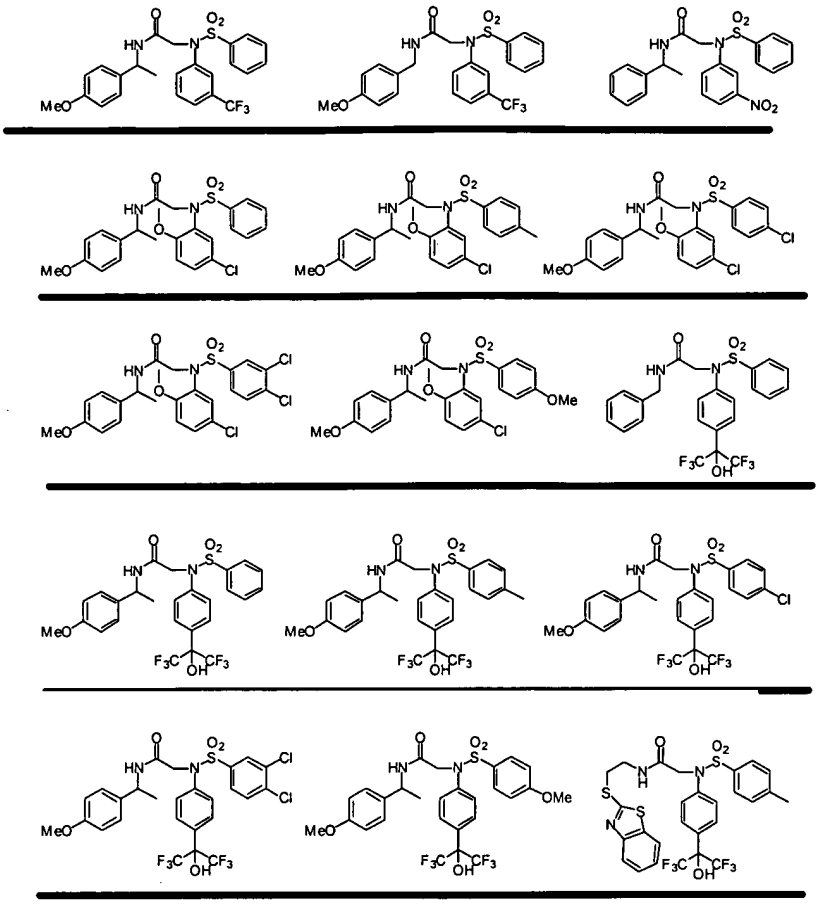
38. (Currently Amended) The method of claim **25**, wherein said compound is selected from the group consisting of: ~~**the compounds set forth in Figures 2A and 2B.**~~

1



2

3



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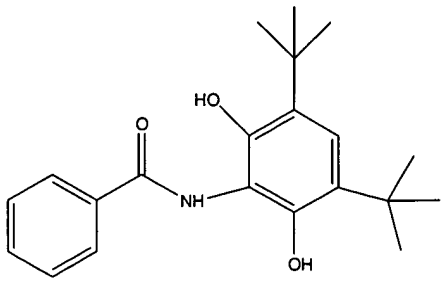
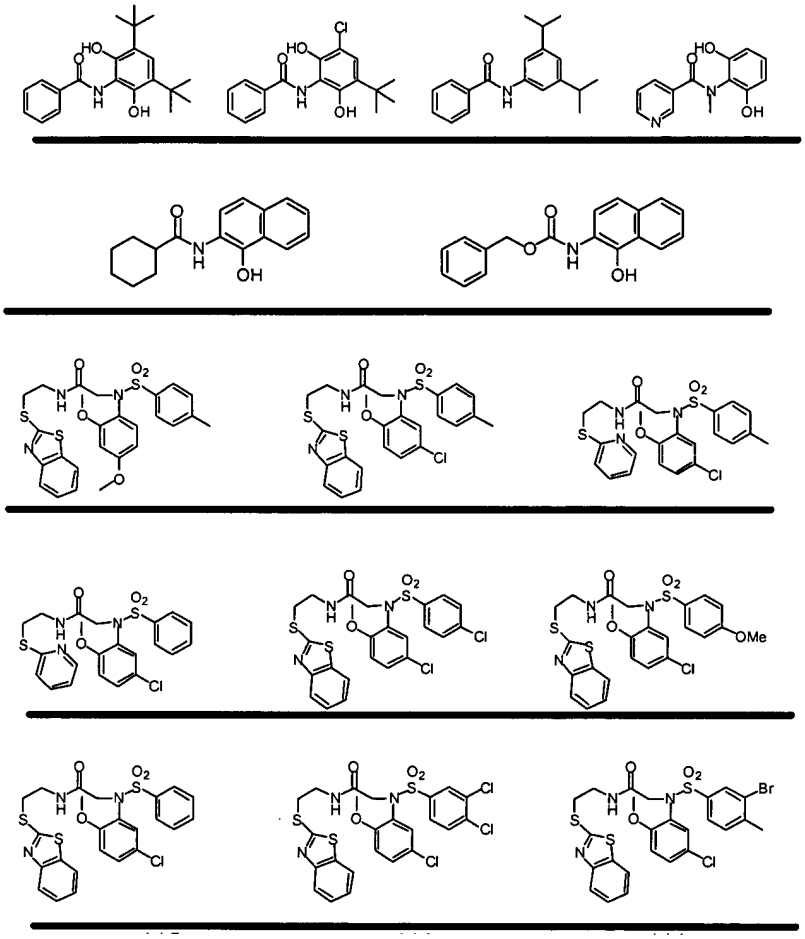
39. (Previously Presented) The method of claim **38**, wherein said compound is



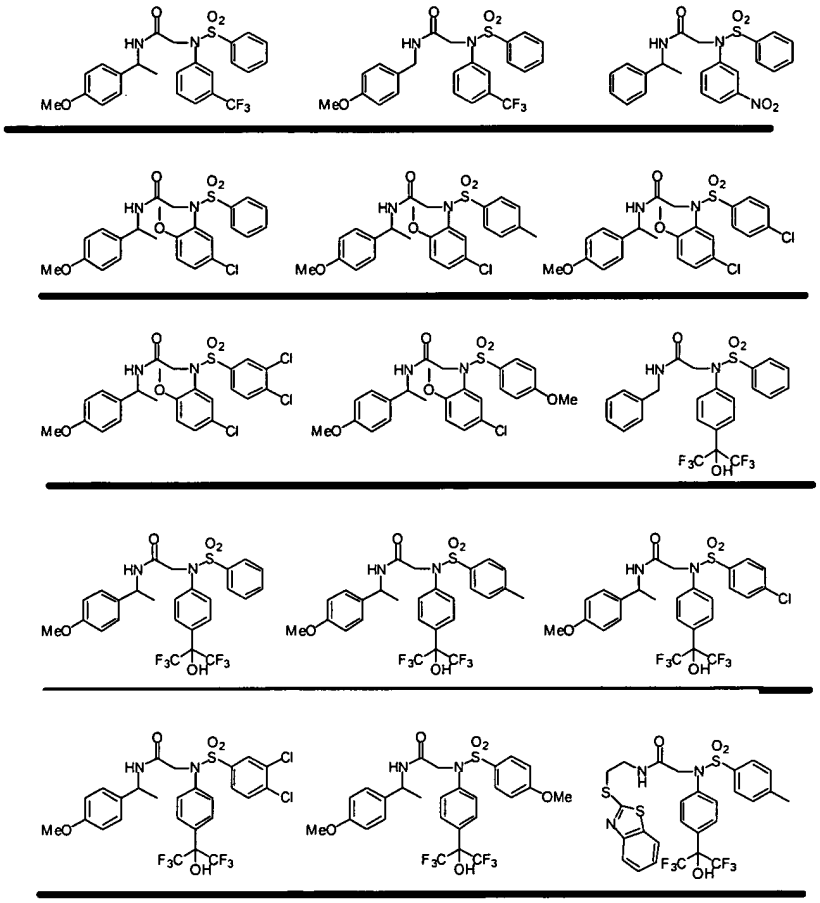
40. (Currently Amended) The method of claim **31**, wherein said compound is selected from the group consisting of: ~~**the compounds set forth in Figures 2A and 2B.**~~

1



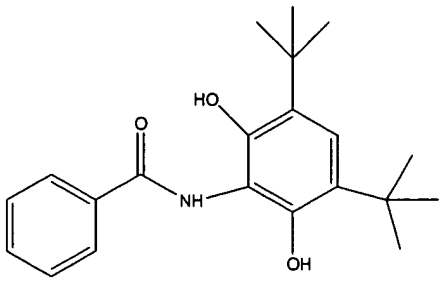
2

3

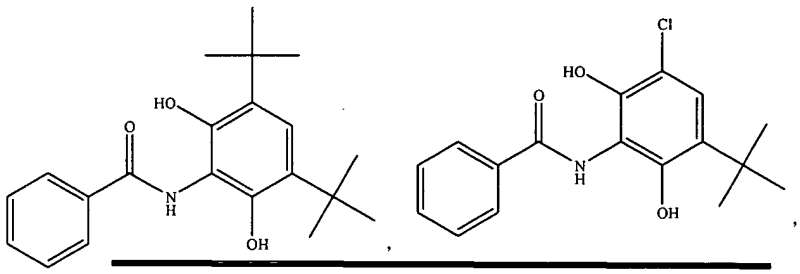


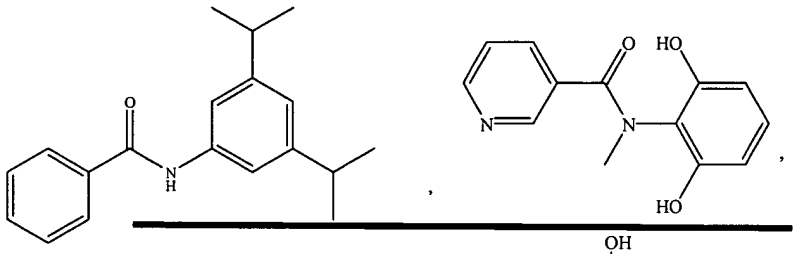
4

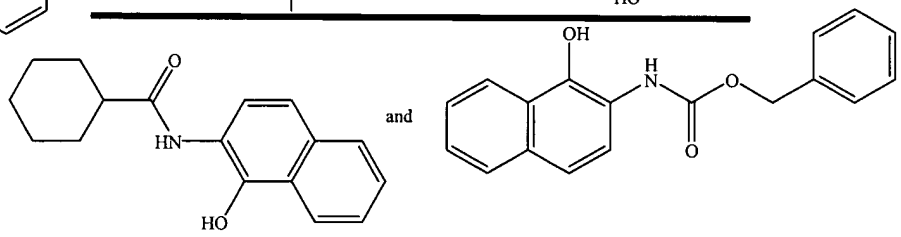
41 (Previously Presented) The method of claim **40**, wherein said compound is



42. (New) The compound of claim 6, wherein said compound is a member selected from the group consisting of :







and

1